

EXHIBIT V
(Question 27(b))

Due to the nature of the transaction, Transferee is unable to conduct an examination of the subject facilities. However, Transferee notes that in the merger application between British Telecommunications plc ("BT") and MCI Communications Corporation (*see* FCC GN Dkt. No. 96-245), BT certified that it had examined the subject facilities and determined that construction and operation of such facilities is in compliance with current authorizations and the Commission's rules.

EXHIBIT VI
(Question 28)

See Volume I, Section III of this consolidated filing for a description of how the proposed transaction is in the public interest. A discussion of the Voting Trust Agreement between WorldCom, Inc. and Howard A. White is set forth in Volume I, Section II.B. A copy of the Voting Trust Agreement is contained in Volume I, Section IV.A.

FCC 704
FEDERAL COMMUNICATIONS COMMISSION
 Washington, DC 20554

Approved by OMB
 3060-0048
 Est. Burden: 8 Hours

FCC USE ONLY

APPLICATION FOR CONSENT TO TRANSFER OF CONTROL

(Under 47 CFR 21, 23, 25 and 101) Read instructions before completing.

PART I - To be completed by Permittee or Licensee

1(a) Name of Corporate Permittee or Licensee
 MCI International, Inc.

Mailing Street Address or P. O. Box, City, State and ZIP Code
 Two International Drive
 Rye Brook, NY 10573

Internet Address

Call Sign or Other FCC Identifier

See Exhibit I

(b) Fee Data. Refer to 47 CFR Section 1.1105, the Common Carrier or Wireless Telecommunications Bureau Fee Filing Guides.

Line No.	(1) Fee Type Code	(2) Fee Multiple	(3) Fee Due for Fee Type Code in (b)(1)	FCC USE ONLY
1	CNX	1	\$ 365.00	
2	CFX	15	\$1,875.00	

Add all amounts in Column (3), lines 1 and 2.
 Remit this amount with your application.

➤➤ \$ 2,240.00

2. Permits or Licenses held by Corporation for which a Transfer of Control is sought in this application. (See Instructions.)

(a) Call Sign (b) File Number (c) Service (d) No. of Stations

See Exhibit I

3. Name and Street Address or P. O. Box, City, State and ZIP Code of Transferor

Shareholders of MCI Communications Corporation

4. Name and Street Address or P. O. Box, City, State and ZIP Code of Transferee

Howard A. White; Trustee
 623-B Heritage Hills
 Somers, NY 10589

5. Permittee or Licensee represents: (check one) See Exhibit II

- ☐ That there is attached to this application as Exhibit No. _____ a certified copy of the Articles of Incorporation (charter) of the permittee or licensee company.
- ☐ That there is now on file with the Commission a current certified copy of the Articles of Incorporation of the permittee or licensee company. Indicate where filed: _____ Date filed: _____

CERTIFICATION: The undersigned, individually and for the permittee or licensee, represents that all the attached exhibits pertinent to Part I are a material part hereof and are incorporated herein as if set out in full in this application; and certifies that all the statements made in Part I of this application are true, complete and correct to the best of his (her) knowledge and belief. Willful false statements made on this application are punishable by fine and/or imprisonment (U.S. Code, Title 18, Section 1001), and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)), and or forfeiture (U.S. Code, Title 47, Section 503).

Printed/Typed Name of Permittee or Licensee (Must agree with Item 1)	Signature	Title (Office Held by Person Signing)	Date
	Not Available		

PART II - To be completed by Transferor

6(a) Transfer of Control will be accomplished by: (check one)

- ☒ Sale or other transfer or assignment of stock (Complete item 6(b)).
- ☐ Other (e.g., voting trust agreement, management contract, Court Order, etc.)

(b) Shares	No. of Shares	Classification (common, preferred, etc.)
Shares to be transferred	See Exhibit III	
Shares issued and outstanding		
Shares authorized		

7. Attach as Exhibit No. III a statement on how control is to be transferred, and copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

CERTIFICATION: The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer must be completed within 45 days if Commission consents; that all attached exhibits pertinent to Part II of this application are true, complete and correct to the best of his (her) knowledge and belief. Willful false statements made on this application are punishable by fine and/or imprisonment (U.S. Code, Title 18, Section 1001), and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)), and or forfeiture (U.S. Code, Title 47, Section 503).

Printed/Typed Name of Transferor Licensee (Must agree with Item 3)	Signature	Title (Office Held by Person Signing)	Date
	Not Available		

PART III - To be completed by Transferee

8. Transferee is: (check one)

☒ INDIVIDUAL

☐ PARTNERSHIP

☐ CORPORATION

☐ UNINCORPORATED ASSOCIATION

9. Attach as Exhibit No. IV a statement of transferee's principal business.

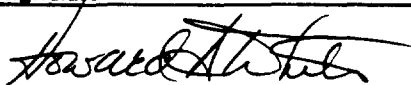
10. Attach as Exhibit No. IV a statement of the businesses, employment, or activities, other than communications in which individual transferee, each member if a partnership, and all principals if a corporation, are engaged, giving (a) nature of activity, (b) location of activity, and (c) hours devoted to each activity.

Place an "X" in the appropriate column.		YES	NO
11. Is individual transferee, or if partnership each member of partnership, a citizen of the United States?	➤	X	
12. Is transferee or any party to this application a representative of an alien or of a foreign government?	➤		X
13. If transferee is a partnership, attach as Exhibit No. _____ one copy, properly certified of the partnership agreement, or if oral, complete details thereof.	N/A		
14. If transferee is a Corporation (including joint stock companies) or Association, answer the following:	N/A		
a. Under laws of what State or Country is it organized?			
(1) Attach as Exhibit No. _____ a certified copy of the Articles of Incorporation (charter) if not heretofore on file with the Commission.			
(2) Attach as Exhibit No. _____ the names, addresses and percentages of stock held by all principals of the corporation and by all stockholders owning and/or voting 10 percent or more of the transferee's stock.			
b. Is any director or officer an alien?	➤		
c. Is more than one-fifth of the capital stock owned of record, or may it be voted, by aliens or their representatives, or by a foreign government or representatives thereof, or by a corporation organized under the laws of a foreign government?	➤		
d. Is transferee directly or indirectly controlled by an other corporation? If "YES", give in Exhibit No. _____ the names and addresses of all such controlling corporations to and including organization having final control and furnish for each all the information requested in 14a through c above.	➤		
e. Is transferee directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens?	➤		
f. Is more than one-fourth of the capital stock of any controlling corporation owned of record, or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by an corporation organized under the laws of a foreign government?	➤		
15. Is transferee directly or indirectly interested in or affiliated with any entity or person engaged in the business of providing a public land line message telephone service? If "YES", and transferee is not a land line telephone carrier, attach as Exhibit No. _____ a statement relating the facts.	➤		X
16. If permittee or licensee holds any Multipoint Distribution Service (MDS or MMDS) authorizations, is transferee directly or indirectly interested in or affiliated with, or has leasing arrangements with a cable television company? If "YES", submit as Exhibit No. _____ a description of the relationship and a map showing overlap of boundaries of cable franchise area and MDS station's protected service area, if any.	N/A		
17. Has transferee or any party to this application had any station authorization revoked or had any application for construction permit, license or renewal denied by the Commission? If "YES", attach as Exhibit No. _____ a statement relating all the pertinent circumstances.	➤		X
18. Has any court finally adjudged the transferee, or any person directly or indirectly controlling the transferee, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or of unfair methods of competition? If "YES", attach as Exhibit No. _____ a statement relating the facts.	➤		X
19. Has the transferee, or any party to this application, or any person directly or indirectly controlling the transferee ever been convicted of a crime for which the penalty imposed was a fine of \$500 or more, or an imprisonment of six months or more? If "YES", attach as Exhibit No. _____ a statement relating the facts.	➤		X
20. Is transferee, or any person directly or indirectly controlling the transferee, presently a party in any matter referred to in Items 17, 18, or 19? If "YES", attach as Exhibit No. _____ a statement relating the facts.	➤		X
21. Is transferee directly or indirectly, through stock ownership, contract, or otherwise, interested in the ownership or control of any other radio stations licensed by this Commission? If "YES", give (a) call sign and service, (b) location, and (c) name of licensee below.	➤		X
22. Has applicant ever been directly or indirectly interested in the ownership or control of any radio stations other than those stated in Item 21 above? If "YES", give (a) call sign and service, (b) location, and (c) name of licensee below.	➤		X

Place an "X" in the appropriate column.		YES	NO
23. Will transferee propose any of the following changes after the transfer of control is authorized (see instructions):			
a. Changes in the services currently offered? If "YES", attach as Exhibit No. _____ a brief statement of the proposed changes.	➤		X
b. Changes in technical personnel, maintenance or repair of facilities? If "YES", attach as Exhibit No. _____ a description of positions to be changed and specific arrangements for prompt maintenance or repair of facilities.	➤		X
c. Changes in management or personnel responsible for the operation of the station? If "YES", in Exhibit No. _____, describe the manner in which the proposal will operate, and list present positions of responsibility to be changed and proposed positions and division of responsibility, including hours of physical supervision. (When responsibilities are to be divided with any other business, give the name and address of owner of each such business and submit copy of working agreement.)	➤		X
24. If transferee is a corporation, is stock of transferee to be sold after this consent is issued for any other purpose? If "YES", explain purpose in Exhibit No. _____.	➤	N/A	
25. Does transferee now hold any obligations of licensee corporation? If "YES", in Exhibit No. _____, describe the obligations, methods by which acquired, and the dates on which they were obtained.	➤		X
26. Does local or state law require any authorization to transfer the control of the facilities and/or operations involved herein? If "YES", attach as Exhibit No. _____ a single certified copy of such authorization.	➤		X
27. a. Is transferee personally familiar with the provisions of the Commission's Rules governing the services which are the subject of this application?	➤	X	
b. Has transferee examined the subject facilities and determined that construction and operation is in compliance with current authorizations and the Commission's Rules?	➤	See Exhibit V	
28. Attach as Exhibit No. <u>VI</u> a complete statement, setting forth facts which show how the instant proposal will be in the public interest, and disclosing all relationships, affiliations or connections between the transferee and current or prospective subscribers. The statement should contain the names of any common stockholders, officers, directors, employees or individuals closely related to the management or control of the facilities of the transferee and any subscriber.			
29. If corporate permittee or licensee holds any authorizations for Part 21 stations, answer (a) and (b) below:			
a. Does authorization involve facilities that have not been constructed? If "YES", does transferee represent that it has, or has reasonable assurance that it will have, the ability to meet the expected cost of constructing any such facilities within the construction period, and the estimated operating expenses for twelve months?	➤		X
b. Were facilities authorized following a comparative hearing and have been operated less than one year; or involve facilities that have not been constructed; or involve facilities that were authorized following a random selection proceeding in which the successful applicant received a preference and that have been operated for less than one year?	➤		X
30. Does transferee represent that the information given in Part III of this application is true and correct, including any contracts or other instruments submitted, and that said information and contracts (if any) constitute the full agreement?	➤	X	
31. Does transferee acknowledge that, if Commission consents, transfer of control must be completed within 45 days of date of consent and Commission must be notified by letter within 10 days of consummation?	➤	X	

CERTIFICATION: Neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned represents that all the attached exhibits pertinent to Part III are a material part hereof and are incorporated herein as if set out in full in this application; and certifies that all the statements made in Part III of this application are true, complete and correct to the best of his (her) knowledge and belief.

Willful false statements made on this application are punishable by fine and imprisonment (U. S. Code, Title 18, Section 1001) and/or revocation of any station license or construction permit (U.S.Code, Title 47, Section 312(a)(1)) and or forfeiture (U.S.Code, Title 47, Section 503).

Typed/Printed Name of Transferee	Signature	Title (Office Held by Person Signing)	Date
Howard A. White		Trustee	9/30/97

Volume II, Section I.D
FCC Form 704
Step I Application

EXHIBIT I
(Questions 1(a), 2)

The call signs, FCC file numbers, services, location, expiration dates, and number of stations of the Part 25 Satellite Earth Station licenses held by MCI International, Inc. are as follows:

CALL SIGN	FILE NUMBER	SERVICE	LOCATION	EXP. DATE	NO. STATIONS
E930192	675-DSE-P/L-93	Fixed Earth Station (FSS)	JOHNSTON ATOLL, HI	8/6/03	1
E960130	377-DSE-P/L-96	Fixed Earth Station (FSS)	YACOLT, WA	4/4/06	1
KA201	CGS-92-070-AL	Fixed Earth Station (FSS)	NEW YORK, NY	5/1/96	1
KA221	CSG-92-037-ML	Fixed Earth Station (FSS)	YACOLT, WA	4/5/06	1
KA237	964-DSE-MP/L-95	Fixed Earth Station (FSS)	NY(435 HUDSON ST 307), NY	9/30/98	3
KA252	CSG-92-092-ML	Fixed Earth Station (FSS)	ANDOVER, ME	12/21/98	4
KA323	CSG-92-037-ML	Fixed Earth Station (FSS)	YACOLT, WA	8/28/97	1
KA326	CSG-91-035-P/L	Fixed Earth Station (FSS)	PULANTAT, GU	4/2/02	1
KA349	CSG-92-134-ML	Fixed Earth Station (FSS)	ANDOVER, ME	6/3/02	3
KA369	CSG-93-074-P/L	Fixed Earth Station (FSS)	HICKAM AFB, HI	5/28/03	1
KA370	CSG-93-066-P/L	Fixed Earth Station (FSS)	YACOLT, WA	5/28/03	1
KA374	CSG-93-101-P/L	Fixed Earth Station (FSS)	YACOLT, WA	5/28/03	1
KA386	CSG-93-131-P/L	Fixed Earth Station (FSS)	ANDOVER, ME	10/26/03	7
KA82	CSG-86-073-PL	Fixed Earth Station (FSS)	SAN FRANCISCO, CA (Niles Canyon #2)	12/12/96	1
KA93	CSG-86-073-P/L	Fixed Earth Station (FSS)	SAN FRANCISCO, CA (Niles Canyon #3)	12/12/96	1
WA20	CSG-92-087-R	Fixed Earth Station (FSS)	ANDOVER, ME	7/1/01	1

EXHIBIT II
(Question 5)

Due to the nature of this transaction, a representation on the part of the Licensee cannot be made with respect to the Licensee's Articles of Incorporation. A certified copy of the Articles of Incorporation of the Licensee was provided to the Commission in FCC GN Dkt. No. 96-245 on December 2, 1996, and Transferee requests that the Commission incorporate that filing by reference herein.

EXHIBIT III
(Questions 6 and 7)

A description of this transaction is contained in Volume I, Section I of this consolidated filing. In addition, on October 1, 1997, WorldCom, Inc. is submitting its Form S-4 Registration Statement at the Securities and Exchange Commission ("SEC") which describes the transaction in greater detail. The Form S-4 will be publicly available on the SEC's Electronic Data Gathering, Analysis and Retrieval (EDGAR) system which can be accessed at <<http://www.sec.gov>>. A copy of the Voting Trust Agreement is contained in Volume I, Section IV.A of this consolidated filing.

Volume II, Section I.D
FCC Form 704
Step I Application

EXHIBIT IV
(Questions 9-10)

A statement regarding the principal business, employment, and qualifications of Howard A. White, Trustee, is contained in Volume I, Section II.B of this consolidated filing.

EXHIBIT V
(Question 27(b))

Due to the nature of the transaction, Transferee is unable to conduct an examination of the subject facilities. However, Transferee notes that in the merger application between British Telecommunications plc ("BT") and MCI Communications Corporation (*see* FCC GN Dkt. No. 96-245), BT certified that it had examined the subject facilities and determined that construction and operation of such facilities is in compliance with current authorizations and the Commission's rules.

EXHIBIT VI
(Question 28)

See Volume I, Section III of this consolidated filing for a description of how the proposed transaction is in the public interest. A discussion of the Voting Trust Agreement between WorldCom, Inc. and Howard A. White is set forth in Volume I, Section II.B. A copy of the Voting Trust Agreement is contained in Volume I, Section IV.A.

FCC 704
FEDERAL COMMUNICATIONS COMMISSION
 Washington, DC 20554

Approved by OMB
 3060-0048
 Est. Burden: 8 Hours

FCC USE ONLY

APPLICATION FOR CONSENT TO TRANSFER OF CONTROL

(Under 47 CFR 21, 23, 25 and 101) Read instructions before completing.

PART I - To be completed by Permittee or Licensee

1(a) Name of Corporate Permittee or Licensee

Overseas Telecommunications, Inc.

Mailing Street Address or P. O. Box, City, State and ZIP Code
1801 Pennsylvania Avenue, N.W.
Washington, D.C. 20006
 Internet Address

Call Sign or Other FCC Identifier

See Exhibit I

(b) Fee Data. Refer to 47 CFR Section 1.1105, the Common Carrier or Wireless Telecommunications Bureau Fee Filing Guides.

Line No.	(1) Fee Type Code	(2) Fee Multiple	(3) Fee Due for Fee Type Code in (b)(1)
1	CNX	1	\$ 365.00
2	CFX	8	\$ 1,000.00

FCC USE ONLY

Add all amounts in Column (3), lines 1 and 2.
 Remit this amount with your application.

➡➡ \$ 1,365.00

2. Permits or Licenses held by Corporation for which a Transfer of Control is sought in this application. (See instructions.)

(a) Call Sign (b) File Number (c) Service (d) No. of Stations

See Exhibit I

3. Name and Street Address or P. O. Box, City, State and ZIP Code of Transferor

Shareholders of MCI Communications Corporation

4. Name and Street Address or P. O. Box, City, State and ZIP Code of Transferee

Howard A. White, Trustee
623-B Heritage Hills
Somers, NY 10589

5. Permittee or Licensee represents: (check one) See Exhibit II

- ☐ That there is attached to this application as Exhibit No. _____ a certified copy of the Articles of Incorporation (charter) of the permittee or licensee company.
- ☐ That there is now on file with the Commission a current certified copy of the Articles of Incorporation of the permittee or licensee company. Indicate where filed: _____ Date filed: _____

CERTIFICATION: The undersigned, individually and for the permittee or licensee, represents that all the attached exhibits pertinent to Part I are a material part hereof and are incorporated herein as if set out in full in this application; and certifies that all the statements made in Part I of this application are true, complete and correct to the best of his (her) knowledge and belief. Willful false statements made on this application are punishable by fine and/or imprisonment (U.S. Code, Title 18, Section 1001), and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)), and or forfeiture (U.S. Code, Title 47, Section 503).

Printed/Typed Name of Permittee or Licensee (Must agree with item 1)	Signature	Title (Office Held by Person Signing)	Date
	<u>Not Available</u>		

PART II - To be completed by Transferor

6(a) Transfer of Control will be accomplished by: (check one)

- ☒ Sale or other transfer or assignment of stock (Complete item 6(b)).
- ☐ Other (e.g., voting trust agreement, management contract, Court Order, etc.)

(b) Shares	No. of Shares	Classification (common, preferred, etc.)
Shares to be transferred	<u>See Exhibit III</u>	
Shares issued and outstanding		
Shares authorized		

7. Attach as Exhibit No. III a statement on how control is to be transferred, and copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

CERTIFICATION: The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer must be completed within 45 days if Commission consents; that all attached exhibits pertinent to Part II of this application are true, complete and correct to the best of his (her) knowledge and belief. Willful false statements made on this application are punishable by fine and/or imprisonment (U.S. Code, Title 18, Section 1001), and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)), and or forfeiture (U.S. Code, Title 47, Section 503).

Printed/Typed Name of Transferor Licensee (Must agree with item 3)	Signature	Title (Office Held by Person Signing)	Date
	<u>Not Available</u>		

PART III - To be completed by Transferee

8. Transferee is: (check one)

☒ INDIVIDUAL

☐ PARTNERSHIP

☐ CORPORATION

☐ UNINCORPORATED ASSOCIATION

9. Attach as Exhibit No. IV a statement of transferee's principal business.

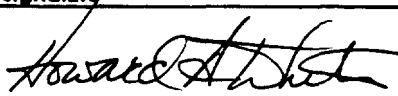
10. Attach as Exhibit No. IV a statement of the businesses, employment, or activities, other than communications in which individual transferee, each member if a partnership, and all principals if a corporation, are engaged, giving (a) nature of activity, (b) location of activity, and (c) hours devoted to each activity.

Place an "X" in the appropriate column.		YES	NO
11. Is individual transferee, or if partnership each member of partnership, a citizen of the United States?	➤	X	
12. Is transferee or any party to this application a representative of an alien or of a foreign government?	➤		X
13. If transferee is a partnership, attach as Exhibit No. _____ one copy, properly certified of the partnership agreement, or if oral, complete details thereof.	N/A		
14. If transferee is a Corporation (including joint stock companies) or Association, answer the following:	N/A		
a. Under laws of what State or Country is it organized?			
(1) Attach as Exhibit No. _____ a certified copy of the Articles of Incorporation (charter) if not heretofore on file with the Commission.			
(2) Attach as Exhibit No. _____ the names, addresses and percentages of stock held by all principals of the corporation and by all stockholders owning and/or voting 10 percent or more of the transferee's stock.			
b. Is any director or officer an alien?	➤		
c. Is more than one-fifth of the capital stock owned of record, or may it be voted, by aliens or their representatives, or by a foreign government or representatives thereof, or by a corporation organized under the laws of a foreign government?	➤		
d. Is transferee directly or indirectly controlled by an other corporation? If "YES", give in Exhibit No. _____ the names and addresses of all such controlling corporations to and including organization having final control and furnish for each all the information requested in 14a through c above.	➤		
e. Is transferee directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens?	➤		
f. Is more than one-fourth of the capital stock of any controlling corporation owned of record, or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by an corporation organized under the laws of a foreign government?	➤		
15. Is transferee directly or indirectly interested in or affiliated with any entity or person engaged in the business of providing a public land line message telephone service? If "YES", and transferee is not a land line telephone carrier, attach as Exhibit No. _____ a statement relating the facts.	➤		X
16. If permittee or licensee holds any Multipoint Distribution Service (MDS or MMDS) authorizations, is transferee directly or indirectly interested in or affiliated with, or has leasing arrangements with a cable television company? If "YES", submit as Exhibit No. _____ a description of the relationship and a map showing overlap of boundaries of cable franchise area and MDS station's protected service area, if any.	N/A		
17. Has transferee or any party to this application had any station authorization revoked or had any application for construction permit, license or renewal denied by the Commission? If "YES", attach as Exhibit No. _____ a statement relating all the pertinent circumstances.	➤		X
18. Has any court finally adjudged the transferee, or any person directly or indirectly controlling the transferee, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or of unfair methods of competition? If "YES", attach as Exhibit No. _____ a statement relating the facts.	➤		X
19. Has the transferee, or any party to this application, or any person directly or indirectly controlling the transferee ever been convicted of a crime for which the penalty imposed was a fine of \$500 or more, or an imprisonment of six months or more? If "YES", attach as Exhibit No. _____ a statement relating the facts.	➤		X
20. Is transferee, or any person directly or indirectly controlling the transferee, presently a party in any matter referred to in Items 17, 18, or 19? If "YES", attach as Exhibit No. _____ a statement relating the facts.	➤		X
21. Is transferee directly or indirectly, through stock ownership, contract, or otherwise, interested in the ownership or control of any other radio stations licensed by this Commission? If "YES", give (a) call sign and service, (b) location, and (c) name of licensee below.	➤		X
22. Has applicant ever been directly or indirectly interested in the ownership or control of any radio stations other than those stated in Item 21 above? If "YES", give (a) call sign and service, (b) location, and (c) name of licensee below.	➤		X

Place an "X" in the appropriate column.		YES	NO
23. Will transferee propose any of the following changes after the transfer of control is authorized (see instructions):			
a. Changes in the services currently offered? If "YES", attach as Exhibit No. _____ a brief statement of the proposed changes.	➤		X
b. Changes in technical personnel, maintenance or repair of facilities? If "YES", attach as Exhibit No. _____ a description of positions to be changed and specific arrangements for prompt maintenance or repair of facilities.	➤		X
c. Changes in management or personnel responsible for the operation of the station? If "YES", in Exhibit No. _____, describe the manner in which the proposal will operate, and list present positions of responsibility to be changed and proposed positions and division of responsibility, including hours of physical supervision. (When responsibilities are to be divided with any other business, give the name and address of owner of each such business and submit copy of working agreement.)	➤		X
24. If transferee is a corporation, is stock of transferee to be sold after this consent is issued for any other purpose? If "YES", explain purpose in Exhibit No. _____.	➤		N/A
25. Does transferee now hold any obligations of licensee corporation? If "YES", in Exhibit No. _____, describe the obligations, methods by which acquired, and the dates on which they were obtained.	➤		X
26. Does local or state law require any authorization to transfer the control of the facilities and/or operations involved herein? If "YES", attach as Exhibit No. _____ a single certified copy of such authorization.	➤		X
27. a. Is transferee personally familiar with the provisions of the Commission's Rules governing the services which are the subject of this application?	➤	X	
b. Has transferee examined the subject facilities and determined that construction and operation is in compliance with current authorizations and the Commission's Rules?	➤		See Exhibit V
28. Attach as Exhibit No. <u>VI</u> a complete statement, setting forth facts which show how the instant proposal will be in the public interest, and disclosing all relationships, affiliations or connections between the transferee and current or prospective subscribers. The statement should contain the names of any common stockholders, officers, directors, employees or individuals closely related to the management or control of the facilities of the transferee and any subscriber.			
29. If corporate permittee or licensee holds any authorizations for Part 21 stations, answer (a) and (b) below:			
a. Does authorization involve facilities that have not been constructed? If "YES", does transferee represent that it has, or has reasonable assurance that it will have, the ability to meet the expected cost of constructing any such facilities within the construction period, and the estimated operating expenses for twelve months?	➤		X
b. Were facilities authorized following a comparative hearing and have been operated less than one year; or involve facilities that have not been constructed; or involve facilities that were authorized following a random selection proceeding in which the successful applicant received a preference and that have been operated for less than one year?	➤		X
30. Does transferee represent that the information given in Part III of this application is true and correct, including any contracts or other instruments submitted, and that said information and contracts (if any) constitute the full agreement?	➤	X	
31. Does transferee acknowledge that, if Commission consents, transfer of control must be completed within 45 days of date of consent and Commission must be notified by letter within 10 days of consummation?	➤	X	

CERTIFICATION: Neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned represents that all the attached exhibits pertinent to Part III are a material part hereof and are incorporated herein as if set out in full in this application; and certifies that all the statements made in Part III of this application are true, complete and correct to the best of his (her) knowledge and belief.

Willful false statements made on this application are punishable by fine and imprisonment (U. S. Code, Title 18, Section 1001) and/or revocation of any station license or construction permit (U.S.Code, Title 47, Section 312(a)(1)) and or forfeiture (U.S.Code, Title 47, Section 503).

Typed/Printed Name of Transferee	Signature	Title (Office Held by Person Signing)	Date
Howard A. White		Trustee	9/30/97

Volume II, Section I.D
FCC Form 704
Step I Application

EXHIBIT I
(Questions 1(a), 2)

The call signs, FCC file numbers, services, location, expiration dates, and number of stations of the Part 25 Satellite Earth Station licenses held by Overseas Telecommunications, Inc. are as follows:

CALL SIGN	FILE NUMBER	SERVICE	LOCATION	EXP. DATE	NO. STATIONS
E950371	1161-DSE-P/L-95	Fixed Earth Station (FSS)	POMPANO BEACH, FL	8/11/05	1
KA332	CSG-92-087-P/L	Fixed Earth Station (FSS)	ALPHARETTA, GA	7/24/02	1
KA410	CSG-94-086-P/L	Fixed Earth Station (FSS)	PONCE, PR	06/16/04	1
KA436	1412-DSE-MP/L-9	Fixed Earth Station (FSS)	ST. THOMAS, VI	11/15/04	1
KA437	CSG-94-203-P/L	Fixed Earth Station (FSS)	ST. CROIX, VI	11/15/04	1
KA438	CSG-94-204-P/L	Fixed Earth Station (FSS)	SAN JUAN, PR	11/21/04	1
KA451	CSG-95-025-P/L	Fixed Earth Station (FSS)	SAN JUAN (ARIUC), PR	2/8/05	1
KA70	563-DSE-P/L-96	Fixed Earth Station (FSS)	WESTLAND, MI	5/3/06	1
E88135	966-DSE-MP/L	Fixed Earth Station (FSS)	DALLAS / FT. WORTH, TX	2/17/99	1

EXHIBIT II
(Question 5)

Due to the nature of this transaction, a representation on the part of the Licensee cannot be made with respect to the Licensee's Articles of Incorporation. A certified copy of the Articles of Incorporation of the Licensee was provided to the Commission in FCC GN Dkt. No. 96-245 on December 2, 1996, and Transferee requests that the Commission incorporate that filing by reference herein.

EXHIBIT III
(Questions 6 and 7)

A description of this transaction is contained in Volume I, Section I of this consolidated filing. In addition, on October 1, 1997, WorldCom, Inc. is submitting its Form S-4 Registration Statement at the Securities and Exchange Commission ("SEC") which describes the transaction in greater detail. The Form S-4 will be publicly available on the SEC's Electronic Data Gathering, Analysis and Retrieval (EDGAR) system which can be accessed at <<http://www.sec.gov>>. A copy of the Voting Trust Agreement is contained in Volume I, Section IV.A of this consolidated filing.

Volume II, Section I.D
FCC Form 704
Step I Application

EXHIBIT IV
(Questions 9-10)

A statement regarding the principal business, employment, and qualifications of
Howard A. White, Trustee, is contained in Volume I, Section II.B of this consolidated filing.

EXHIBIT V
(Question 27(b))

Due to the nature of the transaction, Transferee is unable to conduct an examination of the subject facilities. However, Transferee notes that in the merger application between British Telecommunications plc ("BT") and MCI Communications Corporation (*see* FCC GN Dkt. No. 96-245), BT certified that it had examined the subject facilities and determined that construction and operation of such facilities is in compliance with current authorizations and the Commission's rules.

EXHIBIT VI
(Question 28)

See Volume I, Section III of this consolidated filing for a description of how the proposed transaction is in the public interest. A discussion of the Voting Trust Agreement between WorldCom, Inc. and Howard A. White is set forth in Volume I, Section II.B. A copy of the Voting Trust Agreement is contained in Volume I, Section IV.A.

Approved by CMB
1060-0063
Expires 11/30/99
See reverse for public
burden estimate

UNITED STATES OF AMERICA
FEDERAL COMMUNICATIONS COMMISSION

(Step I Application)

FOR
FCC
USE
ONLY

PART I - APPLICATION FOR CONSENT TO TRANSFER CONTROL OF CORPORATION HOLDING STATION LICENSE

(This application must be filed before transfer of control takes place)

1. (a) Name of corporate licensee MCI Telecommunications Corporation			
(b) Number and street address 1301 Pennsylvania Avenue, N.W.			
(c) City Washington	(d) State D.C.	(e) ZIP Code 20006	
2. Internet address: N/A		3. Taxpayer Identification Number 132745892	
4. Call sign and radio service of each station See Exhibit I			
5. (a) Fee Type Code PATM	(b) Fee Multiple 367	(c) Fee Due \$ 16,515	FOR FCC USE ONLY
6. Name(s) and Address(es) of Transferee Howard A. White, Trustee, 623-B Heritage Hills, Somers, NY 10589			
7. Subsequent to the Transfer of Control will the licensee corporation be the same corporate entity? That is, will it retain its present name, corporate charter, State of Incorporation, etc.? If "NO", give details on Page 3.			YES X NO
8. Subsequent to the Transfer of Control will the licensee corporation be a representative of any foreign government? If "YES", give details on Page 3.			YES NO X
9. THIS SECTION TO BE ANSWERED ONLY BY LICENSEES OF PUBLIC COAST, AIRPORT CONTROL TOWER, AERONAUTICAL ENROUTE, AERONAUTICAL FIXED, OR COMMON CARRIER ALASKA PUBLIC FIXED STATIONS. SUBSEQUENT TO THE TRANSFER OF CONTROL: N/A			
(a) Will any officer or director of such corporation be an alien? If "YES", see instruction 4.			YES NO
(b) Will more than 1/6 of the capital stock be either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "YES", see instruction 4.			YES NO
(c) Will the licensee be directly or indirectly controlled by any other corporation? If "YES", answer items (d) through (h) below.			YES NO
(d) What is the name and address of the corporation in immediate control?			
(e) Under the laws of what State or Country is the controlling corporation organized?			
(f) Is more than 1/4 of the capital stock of controlling corporation either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "YES", give details on Page 3.			YES NO
(g) Is any officer or more than 1/4 of the directors of the controlling corporation an alien? If "YES", on Page 3 state name, nationality, and position of each, and state the total number of directors, and give a brief biographical statement for each alien.			YES NO
(h) Is the controlling corporation in turn controlled by other companies? If "YES", on Page 3, or a separate sheet of paper, provide information for each of these controlling companies covering information requested in items (d) through (g).			YES NO

CERTIFICATION

- Applicant waives any claim to the use of any particular frequency regardless of prior use by licensee or otherwise;
- Applicant will have unlimited access to the radio equipment and will control access to exclude unauthorized persons;
- Neither applicant nor any member thereof is a foreign government or representative thereof;
- Applicant certifies that all statements made in this application and attachments are true, complete and made in good faith;
- Neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 842, because of a conviction for possession or distribution of a controlled substance.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 512(A)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 553).

SIGNATURE Not Available

DATE _____

SIGNATURE [Signature]

DATE 9/30/97

☒ Individual ☐ Partner ☐ Officer ☐ Other (Specify): _____

INSTRUCTIONS

1. This form applies only to stations authorized under Parts 5, 80, 87, 90 and 95 of FCC Rules. This application must be filed where the only change is the transfer of control of the corporate licensee. If other changes are to be made or have been made, the appropriate application for modification of license should be filed.
2. Information entered for items 1 through 4 of Part I should be that of the current corporate licensee. If your answer differs, an explanation should be provided.
3. Enter an Internet address (if available) in Item 2 where the FCC can send you mail regarding your application.
4. Enter the Taxpayer Identification Number (EIN) in Item 3. The Commission is required to collect this information to comply with the Debt Collection Improvement Act of 1996.
5. Item 5 must be completed by all applicants EXCEPT Marine Ship and Aviation Aircraft Licensees which are exempt from Transfer of Control fee requirements. All other applicants must complete item 3 as follows:

In Item 5(a) enter the four letter Fee Type Code "PATM" if the call sign(s) being transferred is authorized in the Land Mobile, Marine Coast, Aviation Ground, or General Mobile Radio Services. If the call sign(s) being transferred is authorized in the Experimental Radio Services (FCC Rules Part 5), enter the three letter Fee Type Code "EAE".

Complete Item 5(b) with the Fee Multiple (number of call signs listed in Item 4). Complete Item 5(c) with the number obtained from multiplying the correct fee by the number in Item 5(b). See the current Fee Filing Guide, or contact the FCC at (800) 322-1117 for the correct fee. The amount in Item 5(c) is the total filing fee required for your application.
6. The information to be given in Items 7, 8, and 9 should be that information which will be true after the Transfer of Control has taken place. If the answer to Item 9(a) and (b) is "Yes", do not file this application, as the corporation would not be eligible for a license.
7. The application must be signed and dated by an authorized employee of the licensee corporation and by the transferee of the control of the licensee corporation.
8. Complete Items 1 and 2 of Part II. If Item 1 differs from that of the current corporate licensee, an explanation should be provided.

WHERE TO FILE

FEE EXEMPT APPLICATIONS:

Transfer of Control for Marine Ship or
Aviation Aircraft Radio Services

Mail to: Federal Communications Commission
1270 Fairfield Road
Gettysburg, PA 17326-7246

APPLICATIONS REQUIRING A FEE:

Transfer of Control for Land Mobile,
General Mobile, Marine Coast or
Aviation Ground

Mail to: Federal Communications Commission
Transfer of Control
P. O. Box 358310
Pittsburgh, PA 15251-5310

Transfer of Control for Experimental
Radio Service

Mail to: Federal Communications Commission
Experimental Radio Service
P. O. Box 358320
Pittsburgh, PA 15251-5320

Public burden for this collection of information is estimated to be thirty-six minutes per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden to the Federal Communications Commission, Records Management Branch, AMD-MM, Washington, DC 20554, Paperwork Reduction Project (3040-0063). DO NOT SEND COMPLETED APPLICATIONS TO THIS WASHINGTON, DC ADDRESS. Individuals are not required to respond to a collection of information unless it displays a currently valid OMB control number.

NOTICE TO INDIVIDUALS REQUIRED BY PRIVACY ACT OF 1974 AND THE PAPER WORK REDUCTION ACT OF 1996

The collection of personal information requested in this form is authorized by the Communications Act. The Commission will use the information provided in this form to determine whether grant of this application is in the public interest. In reaching that determination, or for law enforcement purposes (for example, fraudulent applications), it may become necessary to refer personal information contained in this form to another government agency. In addition, all information provided in this form, except for Taxpayer Identification Number, will be available for public inspection. If information requested on the form is not provided, processing of the application may be delayed or the application may be returned without action pursuant to Commission Rules. The foregoing notice is required by the Privacy Act of 1974, Public Law 93-579, December 31, 1974, 5 U.S.C. Section 552a(e)(3) and the Paperwork Reduction Act of 1996, Public Law 104-13, October 1, 1996, 44 U.S.C. 3507.

DETAILS / ADDITIONAL INFORMATION:

See Volume One for a description of the transaction and the public interest statement.

UNITED STATES OF AMERICA
FEDERAL COMMUNICATIONS COMMISSION

PART II - AUTHORIZATION TO HOLD STATION LICENSE(S) AFTER TRANSFER OF CONTROL OF CORPORATION**1. Name and mailing address of corporate licensee**

MCI Telecommunications Corporation
1801 Pennsylvania Avenue, N.W.
Washington, D.C. 20006

2. Call sign and radio service of each station

See Exhibit I

**THIS AUTHORIZATION TO BE FILED WITH
CORPORATION'S RADIO STATION RECORDS**

DO NOT WRITE IN THIS BLOCK

CONDITIONS OF GRANT

The corporate licensee is hereby authorized to continue holding the radio station license(s) listed in Item 2 on the basis of the representations made in the application for this authorization.

This authorization is granted for the term of the outstanding license(s) for the station(s) listed in Item 2.

DATE AUTHORIZED:



**FEDERAL
COMMUNICATIONS
COMMISSION**

EXHIBIT I
(Question 4)

The call signs of Private Telephone Maintenance Radio Service licenses held by MCI Telecommunications Corporation ("MCIT") are as follows:

CALL SIGN	CALL SIGN	CALL SIGN	CALL SIGN
KA69811	KA69812	KA70044	KA78954
KB35213	KB78424	KB93003	KD39484
KK4992	KNAF930	KNAF932	KNAF933
KNAF935	KNAF937	KNAF938	KNAF939
KNAF998	KNAI701	KNAI702	KNAI703
KNAI704	KNAP819	KNBK943	KNCY901
KNCY903	KNCY904	KNDC306	KNDD741
KNDS246	KNDT49	KNEU384	KNGK985
KNHW242	KNIB811	KNIM338	KNIM340
KNIM342	KNIQ781	KNIT625	KNJB687
KNJC216	KNJT278	KNAP903	KNJX783
KNJX784	KNJX785	KNJX994	KNNF494
KNNG648	KNNH207	KNNI501	KNNJ678
KNNK232	KNNK233	KNNK234	KNNK242
KNNK980	KNNK989	KNNL479	KNNM280
KNNS496	KNNS497	KNNT531	KNNU913
KNNU914	KNNV297	KNNT879	KNNV703
WNAA318	WNAB845	WNBH315	WNBH316
WNFJ377	WNFL526	WNFM891	WNFV382
WNGA318	WNGA728	WNGA781	WNGJ313
WNGS811	WNHB640	WNHB838	WNHC756
WNHC892	WNHI727	WNHI730	WNHP639
WNHT824	WNIA710	WNIC632	WNII726

Volume II, Section I.E
FCC Form 703
Step I Application

CALL SIGN	CALL SIGN	CALL SIGN	CALL SIGN
WNII727	WNIN925	WNIQ207	WNIT264
WNJB692	WNJM345	WNJR335	WNJW333
WNJZ659	WNJZ663	WNJZ684	WNKI566
WNKP381	WNKP884	WNKR512	WNKX312
WNLC235	WNLC613	WNLG681	WNLG682
WNLH426	WNLH427	WNLJ293	WNLR227
WNLR494	WNLU256	WNLU257	WNLW665
WNLW666	WNMB539	WNMH693	WNMI246
WNMK260	WNML206	WNMM477	WNMT515
WNMU865	WNMW786	WNMW811	WNNA694
WNNC439	WNNC446	WNNE410	WNNI343
WNNL707	WNNQ664	WNNR867	WNNV498
WNNV499	WNNY412	WNPA595	
WNPM600	WNPK583	WNPK589	WNPM594
WNPU960	WNPM715	WNPO867	WNPU607
WNPZ377	WNPX806	WNPX810	WNPX826
WNQB764	WNPZ696	WNPZ852	WNQA306
WNQI587	WNQE996	WNQI264	WNQI551
WNRE332	WNQN249	WNQU660	WNQY508
WNRO479	WNRH629	WNRJ855	WNRM636
WNSA590	WNRW221	WNRX720	WNRX829
WNSS686	WNSD383 •	WNSO231	WNSR402
WNTV838	WNST497	WNST499	WNSZ409
WNUW912	WNTV839	WNUI511	WNUL673
WNVG554	WNUY275	WNUY302	WNVF544
WNVQ756	WNVG885	WNVI690	WNVI691
WNWC823	WNVS354	WNVX599	WNWC822
WNWK856	WNWJ987	WNWK649	WNWK855